



KANODIA CEM PRIVATE LIMITED

ANNUAL REPORT

2021-2022

Contact Info

📍 Registered Office: Gata No.1140,1142,
Village-Nagardeeh, Post-Bhadar, Amethi
Sultanpur UP 227405

📍 Corporate Office: A-21, Sector-16,
Gautam Buddha Nagar, Noida, U.P. 201301

Tel: 0120-4561670

CIN: U26999UP2019PTC122527

Email: compliance@kanodiagroup.co.in

DIRECTOR'S REPORT

Dear Members,

Your directors have the pleasure of presenting the **3rd Annual Report** together with the Audited Financial Statements for the financial year ended 31st March, 2022.

1) FINANCIAL RESULTS/ PERFORMANCE SUMMARY

The Financials Results of the Company for the year April 01, 2021 to March 31, 2022 are given below:

(Rs. In Lakhs)		
PARTICULARS	2021-22	2020-21
Revenue from Operations	-	-
Other Income	5.99	1.23
Total Revenue	5.99	1.23
Total Expenses	12.69	0.29
Profit Before Tax	(6.70)	0.94
Less: Current tax Deferred Tax (Liability)/ Asset	-	(0.16)
Profit (Loss) for the year	(6.70)	0.78

2) PERFORMANCE REVIEW

Your Company is primarily engaged in the business of all cement manufacturing. The Company is in the midst of expansion and your Directors are of a strong belief that future plans of the Company will improve and will enhance the present position of growth rate of the Company.

3) SHARE CAPITAL OF THE COMPANY

As on 31st March, 2022, the Authorised Share Capital of the Company was Rs. 15,00,000 (Rupees Fifteen Lakhs only) divided into 15,000 (Fifteen Thousand) Equity Shares of Rs. 100/- (Rupees One Hundred) each and the Paid-up Share Capital of the Company was Rs. 15,00,000 (Rupees Fifteen Lakhs only) divided into 15,000 (Fifteen Thousand) Equity Shares of Rs. 100/- (Rupees One Hundred) each.

As there is no change in the authorised and paid-up capital during the year.

4) ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS, SWEAT EQUITY, ESOS ETC, IF ANY

The Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity during the period under review.

5) TRANSFER TO RESERVES

The Company has not transferred any amount to reserves.

6) DIVIDEND

Your Company is rapidly making efforts for its overall growth & expansion. Towards attainment of this goal, your Company is incurring capital expenditure on an ongoing basis for up gradation of its existing facilities. The internal accruals are ploughed back to partly fund the ongoing expansion and investment projects. In view of this, the Directors do not recommend any dividend for the financial year under review and do not propose to carry any amount to reserves.

7) FINANCE

During the period under review, company availed the term loans of Rs. 12005.27 Lakhs from various companies and apart from this the company has not availed long term & short term facilities from banks and financial institutions.

8) WEBSITE OF COMPANY:

The Company does not have any official website during the year under review.

9) CHANGE IN THE NATURE OF BUSINESS & MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL YEAR AND DATE OF THE BOARD REPORT.

There was no change in the nature of business & material changes and commitments between the end of financial year and date of the board report.

10) DEPOSITS

During the year under review, your Company has neither accepted any deposit nor there were any amounts outstanding at the beginning of the year which were classified as Deposits as per the provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Further, there were no remaining unclaimed deposits as on 31st March, 2022.

11) DETAILS OF SUBSIDIARY COMPANY/JOINT VENTURE COMPANY/ AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY

The Company does not have any subsidiary or associate company under the year under review.

12) INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. In this regard, the Board has also adopted such policies and procedures including Internal Control System for ensuring orderly and efficient conduct of its

business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. The Company's business processes have a strong monitoring and reporting process resulting in financial discipline and accountability.

13) COMPOSITION OF BOARD OF DIRECTORS AND CHANGES AMONG THEM DURING THE YEAR UNDER REVIEW

As on 31st March, 2022, following were on the Board of the Company:

S. No.	Name of Director(s)	DIN	Designation
1.	Mr. Vishal Kanodia	00946204	Director
2.	Mr. Saurabh Lohia	03087080	Director

However, Mr. Manoj Kedia was appointed as additional director of the Company on July 29, 2022 during the year under review,

14) NUMBER OF MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and decide on Company business policies and strategy apart from other Board business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution through circulation, as permitted by law, which are confirmed in the subsequent Board Meeting.

During the year under review, Board met 13 times viz:

1.	24.05.2021
2.	21.06.2021
3.	30.06.2021
4.	20.07.2021
5.	26.07.2021
6.	07.11.2021
7.	02.12.2021
8.	14.01.2022
9.	20.01.2022
10.	27.01.2022
11.	07.03.2022
12.	11.03.2022
13.	15.03.2022

The gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Act.

The details of attendance of each Director at the Board Meeting are given below:

S.No.	Name of Director	Number of Meeting held	Number of Meetings attended
1.	Mr. Vishal Kanodia	13	13
2.	Mr. Saurabh Lohia	13	13

15) EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in **Form MGT-9** is annexed herewith as **Annexure- A**.

16) REMUNERATION OF DIRECTOR

The detail of remuneration paid during the financial year 2021-22 to Directors of the Company is provided in **Form MGT-9** which is the part of this report.

17) FINANCIAL STATEMENTS

The financial statements of the company have been prepared in terms of provisions of the Companies Act, 2013 by following the applicable Accounting Standards notified by the Ministry of Corporate Affairs and forms part of this annual report along with the auditor's report.

18) AUDITORS

A. STATUTORY AUDITORS

M/s Dwivedi Gupta & Co. Chartered Accountants (Firm Registration No. - 012584C) were appointed as Statutory Auditors of Company at the 2nd Annual General Meeting of Company for a period of 4 years, i.e., until the conclusion of 6th Annual General Meeting of Company. However, they rendered their resignation from the designation of Statutory Auditor on 29th July 2022, due to preoccupation in other projects.

Therefore, after conducting a detailed evaluation and Board approved the appointment of Peer Review firm **M/s Singhi & Co., Chartered Accountants, (Firm Registration No. -302049E)** as Statutory auditors of the Company for F.Y 2021-22, to fill the casual vacancy so aroused, on such terms and conditions and remuneration as may be decided by the Board of directors, which was further approved by members in Extra-ordinary General Meeting held on 04th August 2022, to fill the casual vacancy so aroused as a result of resignation of M.s Dwivedi Gupta & Company.

Further, the report of the Statutory Auditors along with notes to Schedules is enclosed to this report. The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

During the year under review, the Auditors had not reported any matter under section 143(12) of the Act, therefore, no details are required to be disclosed in the Board Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by Statutory Auditors, in their audit report.

19) COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARDS AND GENERAL MEETING

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

20) DISCLOSURE OF FRAUDS AGAINST THE COMPANY

In terms of the provisions of section 134(3) (ca) of the Companies Act, 2013, there was Rs 10,00,000/- Lacs cash withdrawn from Bank was robbed by some outsiders, and no amount was recovered.

There were no fraud committed against the Company which are reportable frauds under Section 141 of Companies Act, 2013 given by the Auditors to the Central Government as well as non-reportable frauds during the year 2021-22.

21) PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE & GUARANTEES GIVEN

Your Company has given loans and guarantees, provided security and made investments within the limits with the necessary approvals and in terms and accordance with the provisions of Section 186 of the Companies Act, 2013. The particulars of such loans and guarantees given, securities provided and investments made are provided in the Standalone Financial Statements

22) PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY TRANSACTIONS

Your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency and accountability. In line with the provisions of the Companies Act, 2013 & rules made thereunder, the Board has approved a policy on related party transactions. Policy on related party transactions has been placed on the Company's website.

The particulars of contracts or arrangements with related parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 in **Form AOC-2** is provided as **Annexure-B** to this Report.

23) SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS

During the period under review, there were no significant and material orders passed by the Regulators, Courts or Tribunals impacting the going concern status and Company's operations in future.

24) DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departure were made for the same;

- b) that Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period ended on March 31, 2022;
- c) that Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis; and
- e) that proper system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION, EXCHANGE EARNING AND OUTGO

In view of the nature of activities being carried out by the Company, the disclosure concerning energy conservation measures, technology absorption and Research & Development efforts are herewith:

a. Conservation of energy

Conservation of energy is of utmost significance to the Company. Efforts are made to ensure optimum use of energy by using energy- efficient computers, processes and other office equipment. Constant efforts are made through regular/ preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy. Further Company has taken all the relevant measures for conservation of energy, utilization of alternate sources of energy & for capital investment on energy conservation equipments.

b. Technology absorption.

The company has taken all steps for Technology absorption.

c. Foreign exchange earnings and Outgo

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows is as:

(Rs. In Lakhs)

Particulars	2021-22	2020-21
Foreign Exchange Earning	NIL	NIL
Foreign Exchange outgo	NIL	NIL

26) PERFORMANCE EVALUATION

The board has carried out an evaluation of its own performance. The he evaluation criteria, inter-alia, covered various aspects of the Board's functioning including its composition, execution and performance of specific duties, obligations and governance.

The performance of individual directors was evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, time devoted, etc. The Directors expressed their satisfaction with the evaluation process

27) HUMAN RESOURCES DEVELOPMENT AND INDUSTRIAL RELATIONS

The Company believes that the development of employees is one of the most important enablers for an organization. This is being done at both individual and team levels. Sustained development of its employees, both professional and personal, is the hallmark of human resource policies. The Company value its Human Resources and is committed to ensure employee satisfaction, development and growth.

The Company is working towards developing a culture of nurturing leaders, encouraging creativity and openness. Cordial industrial relations and improvements in productivity were maintained at all of the Company's Offices during the year under review.

28) DISCLOSURE REQUIREMENTS

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of the Companies (Accounts) Rules 2014 and other applicable provisions of the act to the extent applicable, the transactions took place on those items during the year. Your directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act;
- b) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- d) Annual Report and other compliances on Corporate Social Responsibility;
- e) There is no revision in the Board Report or Financial Statement;
- f) Application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016
- g) One time settlement of loan obtained from the Banks or Financial Institutions.
- h) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

29) DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. However, no complaint was received during the year under review.

30) DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY BANKRUPTCY CODE, 2016

During the year under review, there were no applications made or proceedings pending in the name of company under the Insolvency Bankruptcy Code, 2016

31) DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT DONE ON ONE TIME SETTLEMENT AND THE VALUATION WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loans from the Banks or Financial Institutions.

32) ACKNOWLEDGEMENT

Your directors wish to place on record its thanks and gratitude to the shareholders, dealers, customers, Central and State Government Departments, Organizations, Agencies and other business partners for their continued trust and co-operation extended by them. Your directors further take this opportunity to express its sincere appreciation for all the efforts put in by the employees of the Company at all levels in achieving the results and hope that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year.

**For & on behalf of the Board
Kanodia Cem Private Limited**

Vishal Kanodia

Director/Authorised Signatory

Vishal Kanodia

(Director)

DIN: 00946204

**R/o: APH-3, Aditya Mega City,
Vaibhav Khand, Indirapuram,
Ghaziabad, U.P. 201014**

Saurabh Lohia

Director/Authorised Signatory

Saurabh Lohia

(Director)

DIN: 03087080

**R/o: Flat No-102, Mahalaxmi Apartment
Tulsipur, Varanasi, UP-221010**

Date: 29.09.2022

Place: Noida

Form No. MGT-9

EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31st March, 2022
[Pursuant to section 92(3) and rule 7.10 (1)]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U26999UP2019PTC122527
ii)	Registration Date [DD/MM/YY]	19/10/2019
iii)	Name of the Company	KANODIA CEM PRIVATE LIMITED
iv)	Category/Sub-Category of the Company	Private Company / Limited by Shares
V)	Address of the Registered office and contact details:	
	Address	Gata No.1140,1142, Village-Nagardeeh, Post-Bhadar,
	Town / City	Amethi, Sultanpur
	State	Uttar Pradesh
	Pin Code:	227405
	Country Name :	India
	Country Code	IN
	Telephone Number (With STD Area Code)	0120-4561670
	Fax Number [^] :	-
	Email Address:	compliance@kanodiagroup.co.in
	Website	
	Name of the Police Station having jurisdiction where the registered office is situated	N/A
Vii)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.	
	Registrar & Transfer Agents (RTA):-	NA
	Town / City	NA
	State	NA
	Pin Code:	NA
	Telephone (With STD Area Code Number)	NA
	Email Address	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

[illegible]

c) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Non Resident Indians	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total Public Shareholding (B)=(B)(1)+(B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	NIL	15,000	15,000	100%	NIL	15,000	15,000	100%	NIL

ii) Shareholding of Promoters-

S. No	Shareholding at the beginning of the year				Shareholding at the end of the year				
	Name of shareholder	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	Name of Shareholder	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in shareholding during the year
1	Mr.Vishal Kanodia	14850	99%	NIL	Mr.Vishal Kanodia	150	1%	NIL	(98)%
2	Mr. Saurabh Lohia	150	1%	NIL	Kanodia Cement Limited	14850	99%	NIL	99%
	Total	15,000	100%	NIL	Total	15,000	100%	NIL	NIL

iii) Change in Promoters' Shareholding.

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<i>At the beginning of the year</i>				
	Mr. Vishal Kanodia	14,850	99%	14,850	99%
	Share Transferred to Kanodia Cement Limited on 04.05.2021	(14,700)	(98)%	150	1%
	<i>At the end of the year</i>	150	1%	150	1%
2.	<i>At the beginning of the year</i>				
	Mr. Saurabh Lohia	150	1%	150	1%
	Share Transferred to Kanodia Cement Limited on 04.05.2021	(150)	(1)%	-	-
	<i>At the end of the year</i>	-	-	-	-

3.	<i>At the beginning of the year</i> Kanodia Cement Limited	-	-	-	-
	<i>At the end of the year</i>	14,850	99%	14,850	99%

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<i>At the beginning of the year</i>	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
	<i>At the end of the year</i>	NIL	NIL	NIL	NIL
2.	<i>At the beginning of the year</i>	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
	<i>At the end of the year</i>	NIL	NIL	NIL	NIL
3.	<i>At the beginning of the year</i>	NIL	NIL	NIL	NIL
		NIL	NIL	NIL	NIL
	<i>At the end of the year</i>	NIL	NIL	NIL	NIL

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<i>At the beginning of the year</i>				
	Mr. Vishal Kanodia	14,850	99%	14,850	99%
	Share Transferred to Kanodia Cement Limited on 04.05.2021	(14,700)	(98)%	150	1%
	<i>At the end of the year</i>	150	1%	150	1%

2.	<i>At the beginning of the year</i>				
	Mr. Saurabh Lohia	150	1%	150	1%
	Share Transferred to Kanodia Cement Limited on 04.05.2021	(150)	(1)%	-	-
	<i>At the end of the year</i>	-	-	-	-

vi) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	62,34,68,672	NIL	62,34,68,672
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	62,34,68,672	NIL	62,34,68,672
Change in Indebtedness during the financial year				
* Addition	NIL	1,20,05,26,328	NIL	1,20,05,26,328
* Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	1,20,05,26,328	NIL	1,20,05,26,328
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	1,82,39,95,000	NIL	1,82,39,95,000
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	1,82,39,95,000	NIL	1,82,39,95,000

vii) Remuneration of Directors and Key Managerial Personnel-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: N.A

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	NIL	NIL	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under	NIL	NIL	NIL	NIL	NIL
	section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

B. Remuneration to other Directors

S No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Vishal kanodia	Mr. Saurabh Lohia	
1	Independent Directors <ul style="list-style-type: none"> Fee for attending board committee meetings Commission Others, please specify 	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors <ul style="list-style-type: none"> Fee for attending board committee meetings Commission Others, please specify 	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
- NOT APPLICABLE**

SN	Particulars of Remuneration	CEO	CS	CFO	Total
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	Others specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

viii) Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**For & on behalf of the Board
Kanodia Cem Private Limited**

For KANODIA CEM PVT. LTD.

Vishal Kanodia

Director/Authorised Signatory

Vishal Kanodia

(Director)

DIN: 00946204

**R/o: APH-3, Aditya Mega City,
Vaibhav Khand, Indirapuram,
Ghaziabad, U.P. 201014**

For KANODIA CEM PVT. LTD.

Saurabh Lohia

Director/Authorised Signatory

Saurabh Lohia

(Director)

DIN: 03087080

**R/o: Flat No-102, Mahalaxmi Apartment
Tulsipur, Varanasi, UP- 221010**

Date: 29.09.2022

Place: Noida

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

S. No.	Particulars	Details
a)	Name (s) of the Related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis:

S.No	Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount
1.	M/s. Kanodia Cement Limited Relationship: Holding Company	Purchase of Goods	In the ordinary course of business	As mutually agreed by the parties	30/03/2021	13.73 Lakhs
		Purchase of services	In the ordinary course of business	As mutually agreed by the parties	30/03/2021	20 Lakhs
		Purchase of Land	One-time Contract	As mutually agreed by the parties	-	171.25 Lakhs

2.	M/s. Kanodia Infratech Limited Relationship: Sister Concern	Purchase of Goods	In the ordinary course of business	As mutually agreed by the parties.	30/03/2021	5.12 Lakhs
3.	M/s. Kanodia Cem Industries Private Limited Relationship: Enterprise having significant influence of Key Managerial Personnel	Purchase of land	One-time Contract	As mutually agreed by the parties.	-	209.33 Lakhs

For KANODIA CEM PRIVATE LIMITED

Vishal Kanodia

Director/Authorised Signatory

VISHAL KANODIA

(DIRECTOR)

DIN: 00946204

R/o : APH-3, Aditya Mega City,

Vibhav Khand, Indirapuram,

Ghaziabad, U.P. 201014.

Date: 29.09.2022

Place: Noida

INDEPENDENT AUDITOR'S REPORT

To the Members of Kanodia Cem Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Kanodia Cem Private Limited ("the Company"), which comprise the Balance sheet as at March 31 2022, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its loss and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.



Other Matter

The financial statements for the year ended March 31, 2021, included in the accompanying financial statements have been audited by predecessor auditor whose audit report dated November 7, 2021 expressed unmodified opinion. Our opinion is not modified in respect of this matter.

Responsibilities of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (AS) specified under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2021, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;



- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards (AS) specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- (g) The Company has not paid any remuneration to its directors during the year, therefore no compliance under section 197 read with Schedule V of the Act is required;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company did not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There was no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a. The management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The Company has not declared and paid any dividend during the year. Therefore, reporting in this regard is not applicable to the Company.

Date: September 29, 2022

Place: Noida (Delhi – NCR)



For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner

Membership No. 088926

UDIN : 22088926AWSPAB3990

Annexure A to Independent Auditor's Report of even date to the members of Kanodia Cem Private Limited on the financial statements as of and for the year ended March 31, 2022 (Referred to in paragraph 1 of our report on the other legal and regulatory requirements)

- (i) a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment except in cases of certain assets where the same is in process of Updation.
- (B) The Company has no intangible assets. Therefore, the provisions of clause 3(i)(b) of the Order are not applicable to the Company.
- b. The property, plant and equipment were not physically verified during the year by the management. In our opinion all property, plant and equipment should be physically verified over a period of three years.
- c. Based on the records examined by us, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) and included in property, plant & equipment [note no. 7 to the financial statements] are held in the name of the Company.
- d. On the basis of our examination of the record of the Company, the Company has not revalued its property, plant and equipment during the year. Therefore, the provisions of clause 3(i)(d) of the Order are not applicable to the Company.
- e. According to information and explanations given to us, no proceeding has been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Therefore, provisions of clause 3(i)(e) of the Order are not applicable to the Company.
- (ii) a. The management has not conducted physical verification of inventories during the year.
- b. According to the information and explanations given to us, the Company has not been sanctioned working capital limits from banks or financial institutions. Therefore, the provisions of clause 3(ii)(b) of the Order are not applicable to the Company.
- (iii) a. Based on the books of account examined by us and according to information and explanation given to us, the Company has granted unsecured loan of ₹ 3244.06 Lakhs to holding company during the year and no balance was outstanding as on balance sheet date. The Company has not provided any advance in the nature of loans, or stood guarantee, or provided security during the year.
- b. In our opinion and according to the information and explanation given to us, the terms and conditions of the loan granted, during the year are, prima facie, not prejudicial to the Company's interest.
- c. The schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amount was regular. The Company has waived interest of ₹ 23.19 Lakhs on loan granted to M/s Kanodia Cement Limited (Holding company).
- d. Based on the books of accounts and other relevant records examined by us, there is no overdue amount remaining outstanding for more than ninety days as on the balance sheet date.



- e. According to the information and explanation given to us and record examined by us we have not come across any case where the loan granted by the Company which was fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- f. According the information and explanation given to us and records examined by us, no loans or advances in the nature of loans have been granted during the year which was either repayable on demand or without specifying any terms or period of repayment . Therefore, the provisions of clause 3(iii) (f) of the Order are not applicable to the Company.
- (iv) According to information and explanation given to us and based on audit procedure performed by us , the Company has complied with provisions of section 186 of the Companies Act, 2013 with respect to loan granted during the year except delay in filing relevant forms with relevant authorities. . No loan or guarantee or security under section 185 and no investment or guarantee and security under section 186 of the Companies Act,2013 have been given during the year.
- (v) The Company has not accepted any deposit or amount which are deemed to be deposits covered under sections 73 to 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) As informed to us, the Company has not done any manufacturing activity during the year accordingly, the maintenance of cost records under section 148(1) of the Companies Act, 2013 is not applicable. Therefore, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) a. According to the records of the Company examined by us, the Company was regular in depositing undisputed statutory dues including Goods and Service Tax, Income-tax and other statutory dues as applicable, with the appropriate authorities. The provisions relating to Provident fund, Employees' state insurance, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax and Cess were not applicable to the Company. There were no undisputed outstanding statutory dues as at the yearend for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us and the records of the Company examined by us, there was no statutory dues referred to in sub-clause (a) on account of any dispute.
- (viii) According to the information and explanation given to us, there was no transactions which have not recorded in the books of account, but have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during the year.
- (ix) a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year .Therefore ,the provisions of clause 3(ix)(a) of the Order are not applicable to the Company
- b. According to information and explanations given to us , the Company has not been declared willful defaulter by any bank or financial institution or other lender.
- c. Based on books of accounts examined by us, term loans were applied for the purpose for which the loans were obtained during the year.

- d. According to the information and explanations given to us and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis during the year have been used for long-term purposes by the Company.
- e. The Company has no subsidiaries, joint ventures or associates. Therefore, the provisions of clause 3(ix)(e) and 3(ix)(f) of the Order are not applicable to the Company.
- (x) a. During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provisions of clause 3(x)(a) of the Order are not applicable to the Company.
- b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.
- (xi) a. Based upon the audit procedures performed and the considering the principles of materiality outline in Standards on Auditing for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management during the course of audit except an instance of ₹ 10 Lakhs discovered by the Company where cash withdrawn from bank was robbed by some outsiders.
- b. During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. According to the information and explanation given to us, no whistle-blower complaints received by the Company during the year.
- (xii) In our opinion and according the information and explanation given to us , the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanation given to us and based on our examination of the record of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the financial statements as required by the applicable Accounting Standards.
- (xiv) The Company does not have internal audit system and is not required to have an internal audit system as per provisions of the Companies Act, 2013.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transaction with its directors or persons connected with them as referred to in section 192 of the Companies Act, 2013 during the year . Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- (xvi) a. According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.

- b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.
- c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.
- d. According to the representations given by the management, the Group has no CIC as part of the Group .
- (xvii) The Company has incurred cash losses of ₹ 6.70 Lakhs in current year however no cash loss was incurred in the immediately preceding financial year.
- (xviii) There has been resignation of statutory auditors during the year and no issue, objection or concern was raised by the outgoing auditor.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of section 135 of the Companies Act, 2013 towards Corporate Social Responsibility is not applicable to the Company. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company.

Date: September 29, 2022
Place: Noida (Delhi – NCR)



For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E


Bimal Kumar Sipani
Partner

Membership No. 088926

UDIN : 22088926AWSPAB3990

Annexure B to Independent Auditor's Report of even date to the members of Kanodia Cem Private Limited on the financial statements for the year ended March 31, 2022 (Referred to in paragraph 2(f) of our report on the other legal and regulatory requirements)

We have audited the internal financial controls with reference to financial statements of Kanodia Cem Private Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by Institute of Chartered Accountants of India and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of Internal Financial Controls with reference to financial statements included obtaining an understanding of Internal Financial Controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A Company's Internal Financial Controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India however the same needs to be further strengthened.

Emphasis of Matter

We draw attention that the Company has defined risk control matrix of various process basis Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India but the same is required to be further strengthened by incorporating more controls related to entity level controls, process level controls and controls related to financial statements review and closure process.

Our opinion under Section 143(3)(i) of the Act is not modified in respect of above matter.



Explanatory Statement

The weakness in operating effectiveness of internal financial control system as stated in 'Emphasis of Matter, was considered in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2022 financial statements of the Company and this report does not affect our report dated September 29, 2022, which expressed an unqualified opinion on those financial statements.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E




Bimal Kumar Sipani
Partner

Membership No. 088926

UDIN : 22088926AWSPAB3990

Date: September 29, 2022

Place: Noida (Delhi – NCR)

M/S KANODIA CEM PRIVATE LIMITED
BALANCE SHEET AS AT MARCH 31, 2022
CIN: U26999UP2019PTC122527

(₹ in Lakhs)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	1	15.00	15.00
(b) Reserves and surplus	2	(6.14)	0.56
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term borrowings	3	18,239.95	6,234.68
(b) Deferred tax liabilities(Net)		-	-
(b) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
(4) Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		-	-
total outstanding due to micro and small enterprises		-	-
total outstanding due to other than micro and small enterprises	4	60.36	0.25
(c) Other current liabilities	5	2,038.32	1,380.95
(d) Short-term provisions	6	-	0.16
Total		20,347.49	7,631.60
II. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment and intangible assets			
(i) Property, plant and equipment	7	897.38	356.84
(ii) Intangible assets		-	-
(iii) Capital work-in-progress	8	16,615.90	4,034.05
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long-term loans and advances	9	465.04	1,407.13
(d) Other non-current assets	10	112.75	112.75
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	11	51.93	-
(c) Trade receivables		-	-
(d) Cash and bank balances	12	60.41	1,224.85
(e) Short-term loans and advances		-	-
(f) Other current assets	13	2,144.07	495.97
Total		20,347.48	7,631.59

Contingent liabilities and commitments

17.1

Significant accounting policies and other notes on financial statements

1-17

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For Singhi & Co.

Chartered Accountants

Firm Registration No: 302049E

Bimal Kumar Sipani

Partner

Membership Number: 088926



For and on behalf of the Board of Directors

Vishal Kanodia

Director

DIN: 00946204

Saurebh Lehia

Director

DIN: 03087080

Place: Noida (Delhi-NCR)

Date: September 29, 2022

M/S KANODIA CEM PRIVATE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2022
CIN: U26999UP2019PTC122527

(₹ in Lakhs, except EPS)

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
I Revenue from operations		-	-
II Other income	14	5.99	1.23
III Total revenue (I+II)		5.99	1.23
IV EXPENSES:			
Cost of materials consumed		-	-
Purchase of stock-in-trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
Employee benefits expense		-	-
Finance costs		-	-
Depreciation and amortisation expense		-	-
Other expenses	15	12.69	0.29
Total expenses		12.69	0.29
V Profit/(Loss) before tax (III-IV)		(6.70)	0.94
VI Tax expense:			
Current tax		-	0.16
Deferred tax		-	-
VII Profit/(Loss) for the year (V-VI)		(6.70)	0.78
VIII Earning per equity share of ₹ 100/- each	17.2		
- Basic		(44.67)	5.21
- Diluted		(44.67)	5.21

Significant accounting policies and other notes on financial statements

1-17

The accompanying notes are an integral part of the Financial Statements

As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Registration No: 302049E


Bimal Kumar Sipani
Partner
Membership Number: 088926



For and on behalf of Board of Directors


Vishal Kanodia
Director
DIN: 00946204


Saurabh Lohia
Director
DIN: 03087080

Place : Noida (Delhi-NCR)
Date: September 29, 2022

M/S KANODIA CEM PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022
CIN: U26999UP2019PTC122527

(₹ in Lakhs)

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
A. Cash flow from operating activities		
Profit / (Loss) before tax	(6.70)	0.95
Adjustments for:		
Interest income	(5.99)	(1.23)
Operating profit / (loss) before working capital changes	(12.69)	(0.29)
Adjustments for :		
Trade and other receivables	(1,648.10)	(112.75)
Inventories	(51.93)	-
Trade and other payables	63.32	-
Cash generated from Operations	(1,649.40)	(113.04)
Direct taxes paid	(0.16)	-
Net cash inflow / (outflow) from operating activities	(1,649.56)	(113.04)
B. Cash flow from investing activities		
Purchase of property, plant & equipments including payment for capital work in progress	(11,526.14)	(4,473.83)
Sale of Property, plant & Equipments	-	-
loans given	(3,244.06)	(3,611.29)
loans refunded back	3,244.06	3,611.29
Interest received	5.99	1.23
(Increase) / decrease in fixed deposits	990.52	(1,001.64)
Net cash inflow / (outflow) from investing activities	(10,529.63)	(5,474.24)
C. Cash Flow From Financing Activities		
Proceeds from long term borrowings	13,199.73	8,279.96
Repayment of long term borrowings	(1,194.46)	(3,815.28)
Finance costs paid	-	-
Net Cash Inflow / (Outflow) from Financing Activities	12,005.27	4,464.68
Net increase/(decrease) in Cash and Cash Equivalents (A + B + C)	(173.92)	(1,122.59)
Opening balance of cash and cash equivalents	223.21	1,345.80
Closing balance of cash and cash equivalents	49.29	223.21
Cash and cash equivalents comprise :		
Cash on hand	21.57	220.88
Balance with Schedule Bank :		
In current account	27.72	2.33

Note : The above Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3- Cash Flow Statement.

As per our Report of even date attached
For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
M.No. 088926



Place: Noida (Delhi- NCR)
Date: September 29, 2022



For and on behalf of Board of Directors

Vishal Kanodia

Vishal Kanodia
Director
DIN: 00946204

Saurabh Lohia

Saurabh Lohia
Director
DIN: 03087080

M/S KANODIA CEM PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

1 Share Capital

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Authorised			
15,000 (Previous year 15,000) Equity Shares of ₹ 100/- each.		15.00	15.00
		15.00	15.00
Issued, subscribed and fully paid up			
15,000 (Previous year 15,000) Equity Shares of ₹ 100/- each fully paid-up		15.00	15.00
		15.00	15.00
a) Reconciliation of number of equity shares outstanding			
		Nos	Nos
Number of shares at the beginning of the year		15,000	15,000
Add : Issued during the year		-	-
Number of shares at the end of the year		15,000	15,000

b) Terms, rights and preferences attached to equity shares

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting.

c) Details of shareholders holding more than 5% shares in the company (as per shareholders' register maintained by the Company)

Shareholders' Name	As at March 31, 2022		As at March 31, 2021	
	No. of Shares held (Nos)	Percentage of Holding	No. of Shares held (Nos)	Percentage of Holding
Vishal Kanodia	-	-	14,850	99%
Kanodia Cement Limited (Holding company (w.e.f. 04.05.2021))	14,850	99.00%	-	-

d) Details of promoters' shareholding

Shareholders' Name	As at March 31, 2022		As at March 31, 2021	
	No. of Shares held (Nos)	Percentage of Holding	No. of Shares held (Nos)	Percentage of Holding
Vishal Kanodia	150	1%	14,850	99%
Saurabh Lohia	-	-	150	1%
Kanodia Cement Limited (Holding company (w.e.f. 04.05.2021))	14,850	99%	-	-

e) Bonus, buy back, cancellation and issue of shares

In preceding five years, there was no issue of bonus, buy back, cancellation and issue of shares for other than cash consideration.

2 Reserves and Surplus

Particulars	Note	As at March 31, 2022	As at March 31, 2021
(i) Surplus in the Statement of Profit and Loss			
Balance brought forward from previous year		0.56	(0.22)
Add: Profit/(Loss) for the year		(6.70)	0.78
Balance as at the end of the year		(6.14)	0.56
Total Reserves and Surplus		(6.14)	0.56



M/S KANODIA CEM PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

3 Long-term borrowings

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Unsecured			
(i) Loan from related parties [interest free]	3.1	9,996.09	5,855.00
(ii) Loans from related parties	3.2 & 3.3	8,243.86	379.68
Total		18,239.95	6,234.68

3.1 Loans are repayable in financial year 2025-26 not beyond March 31, 2026.

3.2 Loans carried interest @ 8.25% per annum and repayable in financial year 2025-26 not beyond March 31, 2026.

3.3 Interest ₹ 191.69 Lakhs (net of interest receivable ₹ 23.19 Lakhs) and ₹ 124.21 Lakhs accrued on loan received from M/s Kanodia Cement Limited and M/s Kanodia Infratech Limited respectively have been waived off during the year.

4 Trade payable

Particulars	Note	As at March 31, 2022	As at March 31, 2021
For Goods & Services			
Total outstanding due to micro and small enterprises	4.1	-	-
Total outstanding due to other than micro and small enterprises	4.2	60.36	0.25
Total		60.36	0.25

4.1 The Company has not received any intimation from its suppliers being registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSME). Hence the necessary disclosure required under MSME Act, 2006 can not be made.

4.2 Trade payable ageing as at March 31, 2022

Particulars	Outstanding for following year from accounting date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	2.25	58.11	-	-	-	60.36
(iii) Disputed- MSME	-	-	-	-	-	-
(iv) Disputed- Others	-	-	-	-	-	-

Trade payable ageing as at March 31, 2021

Particulars	Outstanding for following year from accounting date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	0.25	-	-	-	-	0.25
(iii) Disputed- MSME	-	-	-	-	-	-
(iv) Disputed- Others	-	-	-	-	-	-



M/S KANODIA CEM PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

5 Other Current Liabilities

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Employee emoluments		4.28	2.58
Statutory dues payable		3.10	1.64
Capital creditors	5.1	2,030.89	1,376.73
Other Payables		0.05	-
Total		2,038.32	1,380.95

- 5.1 The Company has not received any intimation from its suppliers being registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSME). Hence the necessary disclosure required under MSME Act, 2006 can not be made.

6 Short Term Provisions

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Provision for Income tax		-	0.16
Total		-	0.16

7 Property, Plant and Equipment

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Land (Freehold)			
Opening Gross Block		356.84	304.68
Additions during the year		540.54	52.16
Disposals during the year		-	-
Closing Gross Block		897.38	356.84
Opening Accumulated Depreciation		-	-
Additions during the year		-	-
Disposals during the year		-	-
Closing Accumulated Depreciation		-	-
Net Block as at the end of year		897.38	356.84

Note :

- (i) There were no revaluation carried out by the company during the year.
(ii) All the title deeds of immovable properties are held in the name of the Company.



M/S KANODIA CEM PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

8 Capital work-in-progress

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Opening		4,034.05	118.20
Add: Additions		12,581.85	3,915.85
Less: Assets capitalised		-	-
Closing		16,615.90	4,034.05

8.1 Ageing schedule of Capital work-in-progress

Particulars	As at March 31, 2022	As at March 31, 2021
Projects in progress		
< 1 year	12,581.85	3,915.85
1-2 years	3,915.85	118.20
2-3 years	118.20	-
>3 years	-	-

8.2 Capital Work in Progress - to be completed in

Particulars	As at March 31, 2022	As at March 31, 2021
Less than 1 year	16,615.90	-
1-2 years	-	4,034.05
2-3 years	-	-
More than 3 years	-	-
Closing	16,615.90	4,034.05

8.3 Break-up of Capital Work in Progress

Particulars	As at March 31, 2022	As at March 31, 2021
Material costs	13,940.39	3,530.52
Labour costs	2,542.34	442.20
Other overheads	133.17	61.33
Finance costs	-	-
Closing	16,615.90	4,034.05

8.4 The company does not have any material project which is overdue or has exceeded its cost compared to its original plan.



M/S KANODIA CEM PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

9 Long-term loans and advances

Particulars	Note	As at March 31, 2022	As at March 31, 2021
(Unsecured, Considered Good)			
Capital advances	9.1	465.04	1,407.13
Total		465.04	1,407.13

9.1 Includes ₹ NIL (Previous year ₹ 108 Lakhs) paid to a related party.

10 Other non-current assets

Particulars	Note	As at March 31, 2022	As at March 31, 2021
(Unsecured, considered good)			
Security Deposit		112.75	112.75
Total		112.75	112.75

11 Inventories

(Valued at lower of cost and net realisable value)

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Raw materials		51.93	-
Total		51.93	-

Inventories were not physically verified during the year and same have been considered on the basis of book quantity. The management do not expects any major deviation between book stock and physical stock.

12 Cash and bank balances

Particulars	Note	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents			
Cash on hand		21.57	220.88
Balances with scheduled bank:			
In current account		27.72	2.33
Total (A)		49.29	223.21
Other bank balances			
Fixed deposits with maturity beyond 3 months but less than 12 months		-	1,000.56
Earmarked balances			
Fixed deposits with maturity beyond 3 months but less than 12 months		11.12	1.08
Total (B)		11.12	1,001.64
Total (A+B)		60.41	1,224.85



M/S KANODIA CEM PRIVATE LIMITED
NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS

(₹ in Lakhs)

13 Other current assets

Particulars	Note	As at March 31, 2022	As at March 31, 2021
(Unsecured, Considered Good)			
GST input credit \$		2,144.07	495.74
Others		-	0.23
Total		2,144.07	495.97

\$ subject to reconciliations with GST portal records. However, management do not expect any material variation with the GST portal records.

14 Other Income

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Income		5.99	0.66
Others		-	0.57
Total		5.99	1.23

15 Other Expenses

Particulars	Note	For the year ended March 31, 2022	For the year ended March 31, 2021
Legal and professional		0.19	-
Auditors Remuneration			
- For audit fee		2.50	0.25
Miscellaneous		10.00	0.04
Total		12.69	0.29



M/S KANODIA CEM PRIVATE LIMITED
COMPANY INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

16.1 General Information

Kanodia Cem Private Limited ('KCPL' or 'the Company') is a private company domiciled in India and incorporated in India. The registered office of the company is at Gata No.1140,1142, Village-Nagardeeh, Post-Bhadar, Amethi, Sultanpur, Uttar Pradesh, 227405. The Company is principally engaged in the manufacturing of Cement in India. The Company is constructing Cement manufacturing facilities having 2 million tons per annum.

16.2 Significant Accounting Policies

a. Basis of Preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standard notified under section 133 read with the Companies (Accounting Standard) Rules, 2021, as amended and the relevant provisions of the Companies Act, 2013 under historical cost convention on accrual basis. Accounting policies not referred to otherwise are in accordance with generally accepted accounting principles in India.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise stated.

b. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported balances of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Examples of such estimates include provisions for doubtful debts and advances, future obligations under employee retirement benefit plans, useful lives of property, plant and equipment, contingencies, etc. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between actual result and estimates are recognised in the period in which the results are known/materialise.

c. Classification of Assets and Liabilities as Current and Non Current

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
 - Held primarily for the purpose of trading;
 - Expected to be realised within twelve months after the reporting period; or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All the other assets are classified as non-current.

A liability is classified as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities respectively.



M/S KANODIA CEM PRIVATE LIMITED
COMPANY INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

d. Property, Plant and Equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment loss (if any). Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditure on property, plant and equipment after its purchase or completion would be recognised as an asset, if it is probable that the expenditure will enable the asset to generate future economic benefits and the expenditure can be measure and attributed to the asset reliably.

Depreciation methods, useful lives and residual values are reviewed in each financial year end and changes, if any, are accounted for prospectively. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Capital work-in-progress comprises of assets in the course of construction for production or/and supply of goods or services or administrative purposes, are carried at cost, less any recognised impairment loss. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised where the asset is available for use and commissioning has been completed.

e. Depreciation and amortization

Depreciation is calculated on Straight Line Method using the rates arrived at on the basis of estimated useful lives given in Schedule II of the Companies Act, 2013.

f. Borrowing Costs

Borrowing costs relating to acquisitions/construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other Borrowing costs are charged to revenue.

g. Inventories

Inventories are valued at lower of cost and net realisable value except waste/scrap which is valued at net realisable value. Cost of manufactured finished goods and work-in-progress is determined by taking cost of purchases, material consumed, labour and related overheads. Cost of materials are computed on FIFO basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and to make the sale. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

h. Revenue Recognition

(i) Sale of Goods

Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and to the extent that it is probable that economic benefit will flow to the Company and it can be reliably measured and is recognized when reasonable certainty about its realisation exists. Revenue is reported net of trade discount, sales returns and taxes on sales and in accordance with the terms of contracts entered into with the customers, if any.

(ii) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.



M/S KANODIA CEM PRIVATE LIMITED
COMPANY INFORMATION AND SIGNIFICANT ACCOUNTING POLICIES

i. Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and on hand and short-term investments with an original maturity of three months or less.

j. Employee Benefits

(i) All employee benefits payable wholly within 12 months of rendering service are classified as short term employee benefits. Benefits such as salaries, allowances, short term compensated absences are recognized in the period in which the employee renders the related service.

(ii) Retirement benefits in the form of Provident Fund and Gratuity is not applicable to the Company as the total number of employees required under these statutes to make them applicable, are below the minimum required number of employees.

k. Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Primary Segments are identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Revenue, Expense, Assets and Liabilities, which relate to the Company as a whole and could not be allocated to segments on a reasonable basis, have been classified as unallocated. Secondary segment is identified based on geography by location of customers i.e. in India and outside India. Inter-segment revenue have been accounted for based on the transaction price agreed to between the segments, which is primarily market based.

l. Provisions, Contingent Liability and Contingent Assets

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure is made for possible or present obligations that may but probably will not require outflow of resources or where a reliable estimate cannot be made, as a contingent liability in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

m. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss (after Tax) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



M/S KANODIA CEM PRIVATE LIMITED
OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakhs)

17.1	Contingent liabilities & Commitments [to the extent identified by the management]	For the year ended March 31, 2022	For the year ended March 31, 2021
	A. Contingent liabilities		
	The Company has no contingent liabilities at the year end.		
	B. Capital Commitments	4,393.33	2,987.35

17.2	Earnings Per Share (EPS)	For the year ended March 31, 2022	For the year ended March 31, 2021
	Profit attributable to Equity Shareholders	₹ in Lakhs (6.70)	0.78
	No of shares at the beginning of the year	Numbers 15,000	15,000
	Add: Issued during the year	Numbers -	-
	No of shares at the end of the year	Numbers 15,000	15,000
	Weighted Average Number of Equity Shares	Numbers 15,000	15,000
	Basic Earnings Per Share of ₹ 100 each	₹ (44.67)	5.21
	Diluted Earnings Per Share of ₹ 100 each	(44.67)	5.21

17.3 In the opinion of the Board of directors, any of the assets other than property, plant and equipments and capital work-in-progress do not have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

17.4 Assets taken under Operating leases:

The Company has does not have any operating lease. Hence the disclosure of operating lease is not applicable.

17.5 Segment Reporting

The Company's activities falls with a single primary business segment viz "Cement". The business activity of the Company falls within one geographical segment which is within the country. Hence, the disclosure requirement of 'Segment Reporting' is not considered applicable.

17.6 Other disclosures

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
a. Expenditure in foreign currency (accrual basis)	-	-
b. Earnings in foreign currency (accrual basis)	-	-
c. Value of imports calculated on CIF basis	-	-
d. Derivative instruments and unhedged foreign currency exposure	-	-



M/S KANODIA CEM PRIVATE LIMITED
OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

(₹ in Lakhs)

17.7 Related Party Disclosure (to the extent identified by the Company) :

In accordance with the requirements of Accounting Standard – 18 on "Related Party Disclosures" as referred in the Companies (Accounting Standard) Rules, 2021 related party transactions have been disclosed as identified and certified by management are as follows:

I. Name and relationship of the of related parties

A Holding company

M/s Kanodia Cement Limited (w.e.f. 04.05.2021)

B Key Managerial Personnel

Vishal Kanodia	Director
Saurabh Lohia	Director

C Fellow Subsidiaries (being subsidiaries of holding company)*

M/s Kanodia Infratech Limited (w.e.f. 29.09.2021)

*where transactions has taken place during the period

D Enterprises having significant influence of Key Management Personnel

M/s Kanodia Infratech Limited (till 28.9.2021)

M/s Amuly Suppliers Private Limited (w.e.f. 04.05.2021)

M/s Leoline Developers Private Limited (w.e.f. 04.05.2021)

M/s Real Value Agrotech Project Private Limited (w.e.f. 04.05.2021)

II. The following transactions were carried out during the year in the ordinary course of business.

(₹ in Lakhs)

Particulars	Nature	For the year ended March 31, 2022	For the year ended March 31, 2021
(a) Kanodia Cement Limited	Purchase of Goods *	13.73	-
	Purchase of Services*	20.00	-
	Purchase of Lands	171.25	-
	Reimbursement of expenses (r	2.20	-
	Loan received	7,365.64	2,319.96
	Loan refunded back	1,194.46	1,940.28
	Loan given	3,244.06	3,611.29
	Loan received back	3,244.06	3,611.29

Apart from above, interest ₹ 191.69 Lakhs (net of interest receivable ₹ 23.19 Lakhs) accrued on loan borrowed has been waived off during the year. In previous year, ₹ 42.77 Lakhs accrued on loan given has been waived off by the Company.

(b) Kanodia Infratech Limited	Purchase of Goods*	5.12	-
	Reimbursement of expenses (paid)	-	5.21
	Loan received	1,693.00	1,875.00
	Loan refunded back	-	1,875.00

Apart from above, interest ₹ 124.21 lakhs accrued on loan borrowed has been waived off during the year.

(c) Kanodia Cement Industries Private Limited	Purchase of Land	209.33	-
(d) Amuly Suppliers Private Limited	Loan received	4,081.10	-
(e) Leoline Developers Private Limited	Loan received	60.00	-

III Closing Balances :

Particulars		As at March 31, 2022	As at March 31, 2021
Kanodia Infratech Limited	-Loan payable	1,693.00	-
	-Capital creditors	-	3.00
Kanodia Cement Limited	-Loan payable	6,550.86	379.68
	-Capital creditors	150.34	-
Real Value Agrotech Project Private Limited	-Loan payable	3,645.00	3,645.00
Amuly Suppliers Private Limited	-Loan payable	4,081.09	-
Leoline Developers Private Limited	-Loan payable	2,270.00	2,210.00
Kanodia Cement Industries Private Limited	- advance against purchase of land	-	108.00

* The transactions reported above are net of Goods and Service Tax.



M/S KANODIA CEM PRIVATE LIMITED
OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

17.8 Ratios and their Elements as per the requirements of Schedule III to Companies Act 2013

Particulars	Numerator	Denominator	March 31, 2022	March 31, 2021	% Change	Reason of Change
a) Current Ratio (Times)	Current Asset	Current Liability	1.08	1.25	-13.69%	
b) Debt-Equity Ratio (Times)	Total Debt	Shareholder Equity	2,058.37	400.65	413.76%	Due to increase in borrowings.
c) Debt Service Coverage Ratio (Times)	EBITDA	Debt Service	-	-	-	Company is yet to start its operations.
d) Return on Equity Ratio	Profit after tax	Shareholder Equity	-75.61%	5.02%	-1605.55%	Due to loss in current year
e) Inventory turnover ratio (Times)	Cost of goods sold	Average Inventory	-	-	-	Not Applicable
f) Trade Receivables turnover ratio (Times)	Sales	Average Trade Receivables	-	-	-	Not Applicable
g) Trade payables turnover ratio (Times)	Purchases	Average Trade Payables	-	-	-	Not Applicable
h) Net capital turnover ratio (Times)	Net Sales	Working Capital	-	-	-	Not Applicable
i) Net profit ratio	Net Profit after Tax	Net Sales	-	-	-	Not Applicable
j) Return on Capital employed	EBITDA	Capital Employed	-	-	-	Company is yet to start its operations.
k) Return on investment	Net Profit after Tax	Equity shareholders fund	-	-	-	Not Applicable

17.9 Corporate Social Responsibility (CSR)-

The provisions of section 135 of the Companies Act, 2013 towards Corporate Social Responsibility is not applicable to the Company.

17.10 Registration of Charges or satisfaction with Registrar of Companies (ROC)

The company does not have any charges or satisfactions yet to be registered with the registrar of the companies beyond the statutory period.

17.11 Compliance with approved Scheme(s) of Arrangements

There was no scheme of arrangement were filed during the year and previous year.

17.12 Details of Benami Property held

There are no proceedings which have been initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

17.13 Willful Defaulter

The Company has not been declared as willful defaulter by any bank or financial institution or other lender.

17.14 Relationship with Struck off Companies

During the year, the Company does not have any transactions with the companies struck off under section 248 of the Companies Act, 2013.

17.15 Compliance with number of layers of companies

The Company has no subsidiary, therefore clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable on the Company.



M/S KANODIA CEM PRIVATE LIMITED
OTHER NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

17.16 Utilisation of Borrowed funds and share premium

During the financial year ended March 31, 2022, other than the transactions undertaken in the normal course of business and in accordance with extant regulatory guidelines as applicable.

(i) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

17.17 Undisclosed Income

The Company does not have any transactions not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

17.18 Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

17.19 The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and the Group has no CIC as part of the Group.

17.20 The Company has passed various special resolutions to increase limits u/s 180(1)(a), 180(1)(c), 185 and 186 of the Companies Act, 2013 during the year. However these special resolutions were not filed with registrar of companies till September 28, 2022. The Company will regularise these delays in due course.

17.21 Previous year figures and opening balances have been considered as per accounts audited by previous year auditor. Previous year figures have been regrouped / rearranged wherever necessary to conform current year's figure.

As per our report of even date attached
For Singhi & Co.
Chartered Accountants
Firm Registration No: 302049E


Bimal Kumar Sipani
Partner
Membership Number: 088926



For and on behalf of Board of Directors


Vishal Kanodia

Director
DIN: 00946204


Saurabh Lohia

Director
DIN: 03087080

Place: Noida (Delhi-NCR)
Date: September 29, 2022

